

Exhibit F

CONFIDENTIAL - JONATHAN McCLOSKEY
IN THE UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MANBRO ENERGY CORPORATION,
individually and on behalf of
all those similarly situated,

Plaintiffs,

Case No.
20 Civ. 3773 (LGS)

v.

CHATTERJEE ADVISORS, LLC,
CHATTERJEE FUND MANAGEMENT, LP,
CHATTERJEE MANAGEMENT COMPANY,
d/b/a THE CHATTERJEE GROUP, and
PURNENDU CHATTERJEE,

Defendants.

*** CONFIDENTIAL ***

VIDEOTAPED DEPOSITION OF JONATHAN McCLOSKEY

Via Remote Videoconference

Monday, May 3, 2021

Reported by:

Michele E. Eddy, RPR, CRR, CLR

JOB NO. 193113

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2 some time. If you wanted to make an
3 application, you could have, but my
4 instruction for purposes of this deposition
5 stands.

6 MR. SHERWOOD: Understood. Thank
7 you, Mr. McDonald. We object to any
8 assertion of privilege over any
9 communications with Emissary Holdings.

10 Q Mr. McCloskey, is --

11 MR. McDONALD: Mr. Sherwood, just for
12 the record, it's not just the
13 attorney-client privilege. We are talking
14 about ongoing litigation, and there is also
15 something called attorney work product
16 doctrine. But in any event, that is just
17 for the record. You may proceed.

18 MR. SHERWOOD: For purposes of the
19 record, we object to the assertion of any
20 privilege.

21 BY MR. SHERWOOD:

22 Q Mr. McCloskey, who supervised
23 Emissary Holdings' work on behalf of Manbro or
24 Parkwood?

25 A It would have been Chaya Slain until

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2 distribution was made or the release was made.
3 Pardon me.

4 Then at one point after that, there
5 was, you know, just discussions whether we seek
6 to bring in outside counsel in addition to
7 Jones Day or open discussions with
8 Dr. Chatterjee. So that was one of the
9 milestones. Another was, I believe, an RFP
10 process for outside counsel, to which I think
11 the bottom result was Corsaro joining the
12 process. And then ultimately there was another
13 RFP process for a more significant law firm,
14 and that's where Cleary came into the process.

15 Q Put aside the meetings that you
16 testified you had or, rather, the meetings we
17 -- withdrawn.

18 How often did you communicate with
19 Mr. McGrath over email?

20 A In terms of me writing to Matt, not
21 very often.

22 Q How often would you say?

23 A Maybe a few times a quarter at most.

24 Q How often would he write to you
25 about -- withdrawn.

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2 she left and then Joe Cary after she left.

3 Q You did not supervise Emissary
4 Holdings' work?

5 A I mean, how do you define supervise
6 specifically? I'm the boss of those two folks
7 that I mentioned, so I'm involved.

8 Q Did Ms. Slain or Mr. Cary come to you
9 to seek advice, guidance, or instruction in
10 connection with their supervision of Emissary
11 Holdings' work?

12 A From time to time.

13 Q And about what matters did they seek
14 your advice, guidance, or instruction?

15 A I guess what are you -- do you have
16 any specifics to ask about that or --

17 Q I'm asking for your recollection.

18 A Yeah, there were multiple milestones
19 in the project, and, you know, we could discuss
20 any of them.

21 Q The milestones you reference, what
22 were those milestones?

23 A I think foremost, to try to get a
24 good, independent valuation understanding of
25 what -- what Haldia was worth on the date the

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2 How often would he write to you?

3 A I think he would -- he would write to
4 the analyst, Chaya or Joe, and cc me maybe once
5 or twice a month.

6 Q Did Emissary Holdings provide
7 information to you other than verbally or over
8 email? Allow me to rephrase my question. My
9 apologies. Withdrawn.

10 Did Emissary Holdings provide you
11 with any reports, memoranda, or other written
12 material?

13 A I'm sure he did produce some of
14 those.

15 Q Are you aware that Emissary Holdings
16 was communicating with the press in connection
17 with this dispute?

18 A Yes.

19 Q Are you familiar with any
20 instructions that Parkwood gave to Emissary
21 Holdings with respect to press communications?

22 A No.

23 Q Did you discuss with anyone Emissary
24 Holdings' strategy with respect to the press?

25 A I'm sure it was -- it was brought up

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<p style="text-align: right;">Page 270</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY</p> <p>2 in one of the many Zooms.</p> <p>3 Q When you say you were sure that it</p> <p>4 was brought up in one of those many Zooms, do</p> <p>5 you have a specific recollection of that?</p> <p>6 A I don't specifically, but I'm</p> <p>7 assuming it was since Cleary was brought into</p> <p>8 the picture.</p> <p>9 Q Did you ever receive any oral reports</p> <p>10 or updates about guidance or instruction given</p> <p>11 to Emissary Holdings regarding its press</p> <p>12 communications?</p> <p>13 A Receive reports on instructions given</p> <p>14 to Emissary Holdings by Parkwood?</p> <p>15 Q I'll rephrase my question.</p> <p>16 Did anyone from Manbro or Parkwood</p> <p>17 ever speak to you about advice or instruction</p> <p>18 provided to Emissary Holdings in connection</p> <p>19 with the press outreach relating to this</p> <p>20 dispute?</p> <p>21 A Not that I recall. We were on a Zoom</p> <p>22 when this was discussed.</p> <p>23 Q Okay. Do you recall any discussion</p> <p>24 other than that Zoom call about Emissary</p> <p>25 Holdings' press outreach?</p>	<p style="text-align: right;">Page 271</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY</p> <p>2 A I don't believe so.</p> <p>3 Q Who was present on that Zoom call?</p> <p>4 A I believe the working group. I don't</p> <p>5 recall specifically, but I believe the working</p> <p>6 group that includes Emissary, Adrian, Peter</p> <p>7 Donald, Cleary, Joe Cary, maybe Rob Sherman and</p> <p>8 maybe Brad Smith.</p> <p>9 Q When was that Zoom call?</p> <p>10 A I'm guessing in 2020 sometime.</p> <p>11 Q What was the substance of the</p> <p>12 discussion on that Zoom call?</p> <p>13 MR. McDONALD: I'll object to the</p> <p>14 question. He testified that there were</p> <p>15 multiple lawyers on the call, but if you</p> <p>16 want to carve out a discussion of press</p> <p>17 strategy, I think that's probably</p> <p>18 privileged, but for purposes of allowing</p> <p>19 this deposition to proceed, you can -- if</p> <p>20 you want to carve that out, you can ask a</p> <p>21 question about that. Without waiving any</p> <p>22 rights, I'll allow that.</p> <p>23 Q And Mr. McCloskey, you are going --</p> <p>24 you're not -- withdrawn.</p> <p>25 Mr. McCloskey, you are not going to</p>
<p style="text-align: right;">Page 272</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY</p> <p>2 answer the question I just asked you without</p> <p>3 the limitation your counsel just stated,</p> <p>4 correct?</p> <p>5 A Like --</p> <p>6 Q Let me rephrase my question.</p> <p>7 Withdrawn.</p> <p>8 You are going to adhere to your</p> <p>9 counsel's instruction he just gave right now,</p> <p>10 correct?</p> <p>11 A I'll do my best.</p> <p>12 Q Okay. Mr. McCloskey, putting aside</p> <p>13 legal advice solicited or received during that</p> <p>14 Zoom call, what was the substance of the</p> <p>15 discussion regarding Emissary Holdings' press</p> <p>16 strategy?</p> <p>17 A You know, I believe it was one -- one</p> <p>18 PR effort by Peter Donald. And I know it was</p> <p>19 to include only the facts of the case.</p> <p>20 Q Okay. Did anyone from Manbro or</p> <p>21 Parkwood provide Mr. Donald any instructions</p> <p>22 regarding Emissary Holdings' press outreach?</p> <p>23 A I don't believe so.</p> <p>24 Q What did Mr. Donald tell you about</p> <p>25 Emissary Holdings' press outreach during that</p>	<p style="text-align: right;">Page 273</p> <p>1 CONFIDENTIAL - JONATHAN McCLOSKEY</p> <p>2 call?</p> <p>3 A I believe it was just to include only</p> <p>4 the facts of the case and beyond that, to place</p> <p>5 articles or to hope that they get placed. I</p> <p>6 don't understand the mechanics, but that was</p> <p>7 his effort.</p> <p>8 MR. SHERWOOD: So we're nearing the</p> <p>9 end here, and so I would like to go off the</p> <p>10 record and confer with my colleague, and</p> <p>11 then we can come back and finish up.</p> <p>12 MR. McDONALD: We have taken a lot of</p> <p>13 breaks. If it's going to help you</p> <p>14 streamline and get this over with, it's</p> <p>15 been a long day, it is getting late, that</p> <p>16 would be appreciated.</p> <p>17 MR. SHERWOOD: Okay.</p> <p>18 MR. McDONALD: Let's go off the</p> <p>19 record.</p> <p>20 VIDEO TECHNICIAN: The time is 6 p.m.</p> <p>21 and we are going off the record.</p> <p>22 (A brief recess was taken.)</p> <p>23 VIDEO TECHNICIAN: The time is 6:06</p> <p>24 p.m. and we are back on the record.</p> <p>25</p>

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2 BY MR. SHERWOOD:

3 Q Mr. McCloskey, do you know whether

4 any articles were published as a result of

5 Emissary Holdings' press outreach?

6 A I believe one article was published

7 or picked up in a periodical in India.

8 Q You're aware of no other

9 publications, whether in a newspaper or

10 otherwise, as a result of Emissary Holdings'

11 press outreach?

12 A That's correct.

13 Q Okay. Mr. McCloskey, what is a side

14 pocket investment?

15 A My understanding is that it is

16 investments that are generally embedded in

17 marketable funds or funds that are typically

18 composed of marketable assets but a portion,

19 what we side pocketed because they are either

20 illiquid or -- generally because they're

21 illiquid, and when you redeem, you don't redeem

22 fully, you still own a unit of the side pocket

23 until it's liquidated.

24 Q So a side pocket investment is an

25 illiquid investment?

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2 investments that predates me that employed side

3 pockets.

4 Q Do you recall what those investments

5 are?

6 A The names of the managers you're

7 asking or are you asking for the assets within

8 the side pockets?

9 Q Both. If you recall the names of the

10 managers and the relevant assets, that would be

11 helpful. If you can only recall one, that is

12 fine too.

13 A I believe that an investment made in

14 [REDACTED]

15 [REDACTED] held side pockets that took quite a

16 while to liquidate.

17 Q Could you spell that for me, [REDACTED]?

18 [REDACTED]

19 A [REDACTED]

20 Q Is that the only -- withdrawn.

21 [REDACTED]

22 [REDACTED]

23 A [REDACTED]

24 Q Do you recall who the fund manager of

25 [REDACTED] was?

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2 A In my experience, that tends to be

3 the reason.

4 Q Just to clarify, in your experience

5 it tends to be that side pocket investments are

6 illiquid?

7 A Yes.

8 Q And a side pocket investment cannot

9 be redeemed; is that correct?

10 A Until it's liquidated by the manager.

11 Q Could you please estimate for me

12 about how many side pocket investments Parkwood

13 has had during your tenure with the company?

14 A I really don't know the answer. I

15 can tell you it used to be more common than it

16 is today. It became very unpopular after 2008.

17 But prior to 2008, we probably had hedge funds

18 in particular that had some.

19 Q Do you recall any of the side pocket

20 investments that Parkwood had? You can answer

21 that yes or no, and then I can follow up with

22 more specific questions.

23 A I don't know specifically, but some

24 funds have allowances for it. I have never

25 utilized it, but we still have some very old

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2 A [REDACTED]

3 Q Okay. Is that the only side pocket

4 investment that you can recall?

5 A At the moment, yes.

6 Q Does the name [REDACTED] refresh your

7 recollection?

8 A Yes.

9 Q What was [REDACTED]?

10 A They were sort of known, I believe,

11 as [REDACTED]

12 [REDACTED]

13 Q Do you know whether Parkwood had a

14 side pocket investment with [REDACTED]?

15 A I believe it did.

16 Q Do you recall what happened to that

17 investment, whether Parkwood received money or

18 lost money on it?

19 A I don't know our basis so I can't

20 tell you if we made or lost money, but it was

21 invested [REDACTED]

22 [REDACTED] And I believe there was a side

23 pocket, but I don't know specifically, but [REDACTED]

24 [REDACTED]

25 [REDACTED]

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Thank you, Mr. McCloskey.

MR. McDONALD: Okay. Your objection is noted for the record, although unexplained. I suppose at some point, if you want, you can explain your position to us, and we can take it from there. But in any event, I have no further questions -- or I have no questions, so let's go off the record.

VIDEO TECHNICIAN: The time is 6:18 p.m. and we are going off the record.

(Time noted: 6:18 p.m.)

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C E R T I F I C A T E

STATE OF OHIO:

I, MICHELE E. EDDY, shorthand reporter, do hereby certify that the witness whose deposition is hereinbefore set forth was duly sworn, and that such deposition is a true, correct, and full record of the testimony given.

I further certify that I am not related to any of the parties to this action by blood or by marriage, and that I am in no way interested in the outcome of this matter.

IN WITNESS WHEREOF, I have hereunto set my hand this 4th day of May, 2021.

MICHELE E. EDDY, Shorthand Reporter

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J U R A T

I, JONATHAN McCLOSKEY, do hereby certify under penalty of perjury that I have read the foregoing transcript of my deposition taken on May 3, 2021; that I have made such corrections as appear noted herein in ink, initialed by me; that my testimony as contained herein, as corrected, is true and correct.

Signature: _____

Dated: _____

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